

AMENDED AND RESTATED BY-LAWS  
OF THE  
NORWICH COMMUNITY DEVELOPMENT CORPORATION, INCORPORATED

Pursuant to Article XI of the By-Laws of the Corporation dated March 19, 1964, the Board of Directors does hereby amend the By-Laws by these Amended and Restated By-Laws. The By-Laws of the Corporation shall be the following, until amended by the Board of Directors.

**MISSION STATEMENT**

The purpose of the Norwich Community Development Corporation, Incorporated is to further the economic development of the Norwich community through growth and development of the Norwich Business Park, revitalization of the Downtown Norwich area, and preservation of the historic Norwich Harbor and waterfront, by recognizing existing industry and commerce, furthering their expansion, and encouraging and assisting in attracting new development for the community and the Norwich Area.

In order to accomplish this purpose, the Norwich Community Development Corporation, Incorporated establishes the following visions and goals:

- a. To develop and implement strategies between NCDC and business leaders for promoting additional growth of the Norwich Business Park, creating other business parks, as well as organizing for their maintenance, upkeep and appearance. It is recognized that one of the principal achievements of the Corporation was the creation of the Norwich Business Park, formerly known as the Norwich Industrial Park.
- b. To assist, promote and implement plans, codes and ordinances that encourage revitalization of the Downtown area. To construct, acquire, rehabilitate and improve industrial, commercial and manufacturing buildings and plants in Norwich.
- c. To assist the Mayor and City Manager in coordinating economic development and growth of the community and Norwich Area.
- d. To assist appropriate City agencies for the purpose of creating opportunities for economic and community development.
- e. To publicize, advertise and otherwise promote economic development plans for the purpose of attracting private investment in various plan implementations.
- f. To pursue all appropriate sources of funds, including State, Federal, grants and/or gifts from individuals, corporations and associations, and to administer these funds solely to further the purposes for which NCDC was established.

## **ARTICLE I**

### **ORGANIZATION**

**Section 1. Name** The name of the corporation is the Norwich Community Development Corporation, Incorporated (referred to herein as the "Corporation" or "NCDC"). NCDC is a non-stock corporation organized pursuant to the Non-stock Corporation Act of the Connecticut General Statutes.

**Section 2. Governing Authority** Pursuant to §33-1056, the Corporation shall not have any members and shall be managed by its Board of Directors (the "Board").

**Section 3. Principal Office** The principal office of the Corporation shall be 77 Main Street, The Board as the principal may designate Norwich, Connecticut or such other location as office from time to time.

**Section 4. Status** The Corporation shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code, as may be amended from time to time.

**Section 5. Place of Meetings** The meetings of the Corporation shall be held in the Corporation's main office or at such other place in the City of Norwich as may be stated in the notice of meeting.

**Section 6. Annual Meeting** An annual meeting of the Corporation shall be held at such time and on such day in January of each year as shall be determined from time to time by the Board at its last regular meeting prior to January of the following year. At the annual meeting, the President shall report to the Directors on the activities of the Corporation for the prior year, the election of Directors and Officers shall take place together with such other matters as may come before the meeting.

**Section 7. Regular and Special Meetings** Regular meetings of the Corporation will be held on the fourth Thursday of each month. The President may call special meetings of the Corporation, by a majority of the Board or by Directors then having at least one-third of all of the votes that Directors are entitled to cast thereof. The Directors may vote to have regularly scheduled monthly meetings at such day during the month as the Directors may so determine.

**Section 8. Notice of Meetings** A written notice of regular meetings, stating the place, day, hour and purpose of each meeting of the Corporation shall be given by the Secretary at least three (3) days prior to each meeting, to each Director entitled to vote thereat. Notice may be given by mail, postage pre-paid, and addressed to such Director at his address as it appears upon the records of the Corporation. Notice may also be given by personal service of such notice, by e-mail or by facsimile, at such facsimile number or e-mail address appearing on the records of the Corporation provided the Corporation shall retain a receipt indicating that such facsimile notice has been received or e-mail notice sent. In the absence of the Secretary, such person assigned such duty by the Secretary or President may give such notice. The Secretary or the President

shall give notice of Special Meetings of the Corporation in the Secretary's absence or unavailability no less than two (2) days prior to the meeting.

Section 9. Quorum A majority of Directors (but always being an odd number of Directors) in good standing attending a meeting of the Corporation shall constitute a quorum, provided that of those in attendance, a majority must be non-municipal officials.

Section 10. Voting Each Director in good standing shall be entitled to one vote at meetings of the Corporation. Directors shall be entitled to vote by proxy pursuant to the provisions of the Connecticut General Statutes provided that such proxy is given to a Director in good standing. Each proxy shall be in writing, shall be revocable at the will of the person giving the same, and shall be valid only for one meeting and any adjournment thereof. The proxy holder shall not be entitled to vote the proxy on any matter the subject of which was not disclosed in the notice of meeting unless the proxy specifically states otherwise.

## **ARTICLE II BOARD OF DIRECTORS**

Section 1(a). Number and Powers The Corporation shall be governed by a Board of Directors consisting of not less than seven (7) nor more than fifteen (15) persons, but the number of Directors shall always be an odd number, and the majority of Directors shall always be non-municipal officials.. In the event that there are six members from the City of Norwich, under Section 1(b), the number of Directors shall not be less than fifteen (15). The Directors shall have and may exercise all of the powers of the Corporation.

Section 1(b). The following representatives of the City of Norwich shall serve as full voting members of the Board of Directors subject to requirements of Section 4 of this Article: Mayor of the City of Norwich, City Manager of the City of Norwich, two persons from the Norwich Department of Public Utilities, at the option of the Department; and two, then serving, members of the Norwich City Council during their term of office, at the option of the City of Norwich.

Section 2. Term of Directors The initial Directors shall be those Directors serving as of January 1, 2004. The terms of Directors shall be staggered as permitted by Conn. Gen. Statute §33-1086. Each Director shall have a term of three (3) years, except the initial group of Directors which shall be elected such that there are three (3) groups of directors with the term of one group expiring each year. The Directors shall designate the members of each group of Directors. At each annual meeting after the initial three- (3) year term, Directors shall be chosen succeeding terms to replace those Directors whose term expires.

Section 3. Nominating Committee Not later than June 15<sup>th</sup> of each year, the Directors shall appoint a Nominating Committee consisting of not less than three (3) Directors in good standing. The Nominating Committee is charged with seeking people to fill any seats on the Board that will be vacated by Directors whose terms are expiring, or who have notified the Board that they are stepping down from service on the Board. No later than the September Board meeting (or such meeting as is scheduled for September should no regular meeting be scheduled for said

month), the Nominating Committee shall submit to the Board a proposed slate of nominees to fill the seats of the Directors whose terms are expiring or who are resigning. The names of proposed nominees shall be transmitted to all Directors together with the notice of meeting.

1. Nominations to the Board may also be made by petition of one-third of the Directors, by submitting a proposed list of nominees to the Secretary prior to the November Board meeting.
2. The Board of Directors shall vote on the nominees submitted by the Nominating Committee and such other nominations as may otherwise have been properly submitted at the December Board meeting.

Voting shall be by secret ballot.

Section 4. Succession No Director may serve more than three (3) consecutive terms provided, after a Director has served three (3) consecutive terms, a period of at least one (1) year must elapse before that Director may again be eligible for election to the Board. Notwithstanding the foregoing, a Director may serve more than three (3) consecutive terms should the Board find that for exigent circumstances, by a two-thirds vote of the Board present and voting, that it is in the best interests of the Corporation that such Director might serve more than three (3) consecutive terms.

Section 5. Compensation No Director shall receive any compensation for his services as Director, but he may be entitled to reimbursement for any expenses incurred by him in connection with the administration of his duties as Director and he may be paid reasonable compensation for services rendered in any capacity other than as Director.

Section 6. Ex-Officio Directors The Directors from time to time may elect ex-officio members of the Board of Directors. The Executive Director shall be an ex-officio member of the Board of Directors. All individuals who serve the Board as Ex-Officio Directors shall serve without voting rights.

Section 7. Removal Any Director may be removed from his position as a Director at any meeting called for said purpose by a two-thirds vote of the Directors. In addition, the Board shall terminate the term of any Director who has been absent from three (3) consecutive Board meetings or who has been absent from four (4) Board meetings in any consecutive twelve month period. Notwithstanding the foregoing, no Director shall be removed whose absence has been the result of illness, disability, military service or other bona fide reason approved by the President, provided that the President shall report such excused absences to the Directors. No Director may be removed from office by virtue of a reduction in the number of directorships of the Corporation, but the affected Director(s) shall remain in office for the balance of the term for which they were elected.

Section 8. Vacancies Any vacancy in the office of a Director shall be filled by a majority vote of the Board at any meeting called for said purpose. The Board may appoint a nominating committee for the purpose of locating candidates, or may accept the nomination from the Directors on an ad hoc basis.

Section 9. Voting Except as may otherwise be required by provision of these By-Laws or by statute, all questions presented to the Board for vote shall be decided by majority vote, which each Director having one vote.

Section 10. Informal Consents Any action of the Corporation which can be authorized at a regular or special meeting of the Board, may be authorized without such a meeting, provided that all of the Directors consent in writing to such action before or after the time such action is taken. Telephone, e-mail, or such other method of communication through which all of the Directors are contacted and informed of the question may authorize actions by consents. The Secretary shall file such consents with the minutes of the meetings of the Board.

Section 11. Conflict of Interest Each member of the Board of Directors, as a condition of membership as a Director of the Corporation shall execute a conflict of interest disclosure which shall affirm that as a directors he or she shall disclose all conflicts of interest to the President and Executive Director and shall not participate in any matters in which the direct has a conflict of interest.

### **ARTICLE III**

#### **EXECUTIVE COMMITTEE AND EXECUTIVE DIRECTOR**

Section 1. Membership The Board may elect from their own number an Executive Committee of not less than five members, two of which shall be the President and Vice President. The members of the Executive Committee shall hold office at the pleasure of the Board, and the Board shall fill all vacancies on the Executive Committee.

Section 2. Powers The purposes of the Executive Committee shall be to transact routine business between meetings of the Board and to act on behalf of the Board. For example, the Executive Committee may act under circumstances in which a decision of the Board is required and there is insufficient time to schedule a special meeting of directors either in person or by informal consent under Article II, Section 10. All business transacted by the Executive Committee shall be reported to the Board at its next meeting.

Section 3. Executive Director The Board of Directors may, in its discretion hire an Executive Director to whom it may delegate such powers and duties as it may in its discretion determine to be in the best interests of the Corporation. The intention of employment of an Executive Director is to turn the day to day business of the Corporation to a paid professional. The terms of employment, including salary and benefits shall be set by the Board of Directors, on the recommendation of the Executive Committee. The Executive Director shall report to the Executive Committee, which shall report to the Board of Directors and advise on the performance of the Executive Director.

## **ARTICLE IV** **COMMITTEES**

Section 1. Regular Committees There shall be established the following standing committees of the Corporation: a nominating committee, by-laws committee, and personnel committee. Each Committee shall be comprised of those Directors as shall be appointed by the President, and shall have such duties as are established by the Directors from time to time.

Section 2. Special Committees The President, with the approval of the Board of Directors, may establish such special committees, as the Directors shall determine is in the best interest of the corporation and serves the purposes and goals of the Corporation. Such special committees may be comprised of Directors or non-Directors and with such functions, powers, duties and tenures as the Board of Directors shall determine.

## **ARTICLE IV** **OFFICERS**

Section 1. Appointment The officers of the Corporation shall be named by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer, Assistant Secretary and Assistant Treasurer. All officers must be members of the Board of Directors with the exception of the Assistant Secretary.

Section 2. Term of Office The officers of the Corporation shall hold office at the pleasure of the Board of Directors and shall serve for a period of one year or until their successors are chosen, and shall take office as set forth herein. The Board of Directors shall fill officer vacancies at any meeting specially noticed for that purpose. Any officer may be removed by the Directors at any time with or without cause by a vote of the majority of the Directors present at any meeting of the Board, noticed for that purpose, in which there is a quorum present.

Section 3. President The President shall preside at all meetings of the Directors, and the Executive Committee.

Section 4. Vice President The Vice-President shall have the powers of the President during the absence or disability of the President.

Section 5(a). Secretary The Secretary or his/her designee shall keep a true record of the proceedings of all meetings of the Directors and of the Executive Committee in books provided for that purpose.

Section 5(b). Assistant Secretary The Assistant Secretary shall have the powers and responsibilities of the Secretary during the absence or disability of the Secretary.

Section 6(a). Treasurer The Treasurer shall be responsible to oversee the fiscal accounts of the Corporation, including an account of all monies received and disbursed.

Section 6(b). Assistant Treasurer The Assistant Treasurer shall have the powers and duties of the Treasurer during the absence or disability of the Treasurer.

Section 7. General Powers All officers of the Corporation shall, subject to these By-Laws and to any vote of the Board of Directors, inconsistent therewith, have, in addition to the powers and duties set forth, such duties and powers as are commonly incident to his office, and such duties and powers as the Board of Directors shall from time to time designate.

## **ARTICLE V MISCELLANEOUS**

Section 1. Checks and Notes All checks, notes, drafts, trade acceptances of the Corporation shall be signed by such two (2) officers of the Corporation as the Board of Directors may from time to time designate.

Section 2. Fiscal Year Except as from time to time may otherwise be provided by the Board of Directors, the fiscal year of the Corporation shall be the calendar year.

Section 3. Deposits All funds of the Corporation not otherwise employed shall be deposited from time to time as directed by the Board of Directors to the credit of the Corporation in such banks or other depositories as directed by the Board of Directors; and for the purposes of such deposit, any officer, or any employee to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.


Section 4. Indemnification Each Director and Officer of the Corporation, and his/her heirs, executors, and administrators, shall be indemnified by the Corporation against any cost, expense (including attorney's fees), judgment and liability reasonably incurred by or imposed upon him in connection with any action, suit or proceeding to which he may be made a part or with which he shall be threatened, by reason of his being, or having been, a Director or officer of the Corporation or of any other corporation which he serves or has served as Director or officer at the request of the Corporation (whether or not he continued to be an officer or Director of the Corporation or such other corporation at the time such action, suit or proceeding is brought or threatened), except with respect to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct as such Director or officer. In the event of settlement of any such action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Corporation is advised by counsel that such Director or officer is not liable for willful misconduct as a Director or officer. The foregoing right of indemnification shall be in addition to any rights to which any Director or officer may otherwise be entitled. The word "Director" as used in this Article shall be deemed to include a member of the Executive Committee.

Section 5. Dissolution Upon the dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for

charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as it may be amended from time to time, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 6. Amendments These By-laws may be amended or repealed at any duly called regular or special meeting of the Board of Directors provided that written notice of such change is given each Director in the notice of such meeting, and further provided that a two-thirds affirmative vote of all Directors is required for such action.

Attest:

  
Secretary

Date: June 12, 2009

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